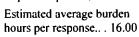
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0076 Expires: April 30, 2008



SEC USE ONLY

Prefix

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

FORM D

	eal property-North Park II, Omaha, Nebraska	DEC 0 4 2006
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6)	[]ULCE
	Type of Filing: [X] New Filing [] Amendment	DDOCECCED
	A. BASIC IDENTIFICATION DATA	
119,000		DEC 2 U 2006
1. Enter the information requested	d about the issuer	THOMSON
Name of Issuer ([] check if this i DBSI North Park II LLC	s an amendment and name has changed, and indicate change.)	FINANCIAL
Address of Executive Offices 1550 S. Tech Lane	(Number and Street, City, State, Zip Code) Meridian, ID 83642 Telephone Number 800-678-9110	er (Including Area Code)
Address of Principal Business Op (if different from Executive Offices		ber (Including Area Code)
Brief Description of Business Tenant in Common Real Estate		
Type of Business Organization		
[] corporation	[] limited partnership, already formed [X] other (please	specify):
[] business trust	[] limited partnership, to be formed Limited Liability Co	mpany
	Month Year	
Actual or Estimated Date of Incor	poration or Organization: [10] [06] [X] Actual [] Estimated
Jurisdiction of Incorporation or Or	ganization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [X] Ben Owi		[] Executive Officer	[] Director [X]	Managing Member	
Full Name (Last name DBSI Housing, Inc.	first, if individual)					
Business or Residence 1550 S. Tech Lane, M	e Address (Number and Str eridian, ID 83642	eet, City, St	ate, Zip Code)			
Check Box(es) that Apply:	[] Promoter [X] Bene Own		[X] Executive Officer	[X] Director []	General and/or Managing Partner	
Full Name (Last name Swenson, Douglas L.			÷	· · ·	· · · · · · · · · · · · · · · · · · ·	
Business or Residence 1550 S. Tech Lane, M	e Address (Number and Streeridian, ID 83642	eet, City, St	ate, Zip Code)	···		
Check Box(es) that Ap	ply: [] Promoter [] Benefi	icial Owner	[X] Executive Off	icer [X] Director []	General and/or Managing Partner	
Full Name (Last name Hassard, Charles E.	first, if individual)					=
Business or Residence 1550 S. Tech Lane, M	e Address (Number and Str leridian, ID 83642	eet, City, St	ate, Zip Code)			
Check Box(es) that Ap	ply: [] Promoter [] Benefi	icial Owner	[X] Executive Off	icer [X] Director []	General and/or Managing Partner	
Full Name (Last name Mayeron, John M.	first, if individual)					
Business or Residence 1550 S. Tech Lane, M	e Address (Number and Str eridian, ID 83642	eet, City, St	ate, Zip Code)			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No (X X X X X X X X X	,					E	3. INFOR	MATION .	ABOUT C	FFERING	3			
Answer also in Appendix, Cohumn 2, if filling under ULOE. 2. What is the minimum investment that will be accepted from any individual? (A smaller minimum investment may be accepted at the discretion of the issuer)	1. Has	the issu	er sold, o	r does the	e issuer ir	ntend to s	ell, to nor	n-accredite	ed investo	ors in this	offering?.			
Investment may be accepted at the discretion of the issuery. Secretary				Ar	swer also	in Appei	ndix, Colu	ımn 2, if fi	ling unde	r ULOE.			• •	
A Either the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering, if a person to be listed are passon to be listed are associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons or such a broker or dealer, you may set forth the information for that broker or dealer conly. Full Name (Last name first, if individual) AFA Financial Group, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 2657 W. Agoura Road, Calabasas, CA 91302 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	2. What	t is the r nent ma	minimum a y be acc	investme epted at	nt that wil the disc	l be acce retion of	pted from the issu e	any indiv	idual? (A	smaller r	ninimum	<u>\$1,1</u>	20,426.00	
4. Eitler the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offening, if a person to be listed is an associated person or agent of a broker or dealer registered with the SEC andro with a state or states, list the name of the broker or dealer. There is no state of the state of the state of states, list the name of the broker or dealer. There is no state of the state of securities in the offening, if a person to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) AFA Financial Group, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 2637 W. Agoura Road, Calabasas, CA 91302 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3. Does	the off	ering perr	nit joint o	wnership	of a singl	e unit?						-	
### AFA Financial Group, LLC ### Business or Residence Address (Number and Street, City, State, Zip Code) ### 26837 W. Agoura Road, Catabasas, CA 91302 Name of Associated Broker or Dealer	indirect of secu register five (5)	ly, any or rities in red with persons	commission the offering the SEC to be list	on or siming. If a pe and/or wi ted are as	lar remurerson to be the a state ssociated	neration for e listed is or states	or solicitat an assoc , list the r	tion of pur ciated personame of the	chasers in son or age ne broker	n connect ent of a bi or dealer.	ion with s roker or d If more th	ales ealer nan		
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Business or Residence Address (Number and Street, City, State, Zip Code) 8011 34 th Ave South, Ste 350, Bloomington, MN 55425 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)										•				
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Full Name (Last name first, if individual) Crown Capital Securities, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 725 Town & Country Road, Suite 530, Orange, CA 92868 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States $[AK] \times [AZ] \times$ [AR] x [CA] x [CO] x [CT] x (DE) x [AL] x [DC] x [FL] x [GA] x [HI] x [ID] x [IL] x [IN] x [IA]x[KS] x [KY] x [LA] x [ME] x [MD] x [MA] x [MI] x [MN] x [MS] x [MO] x [NV] x [NH] x [ND] x [OR] x [MT] x [NE] x [NJ] x [NM] x [NY] x [NC] x [OH] x [OK] x [PA] x [SD] x [TN] x [VT] x [PR] [RI] x [SC] x [TX] x [UT] x [VA] x [WA] x [WV] x [WI] x [WY] x Full Name (Last name first, if individual) Cullum & Burks Securities, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) One Galleria Tower, Dallas, TX 75240 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States [CO] x [AL] x [AK] [AZ] x [AR] x ICA1 x [СП х **IDE**1 (DC) [FL] x [GA] x [HI] [ID] x [IL] x [IN] x [KS] x [KY] x [LA] x [ME] x [MD] x [MN] x [MO] x [IA] x [MA] x [MI] x [MS] x [MT] x (NE) x [NV] x [NH] [NJ] x [NM] x [NY]x[NC] x [ND] x [OH] x [OK] x [OR] x [PA] x [SC] x [SD] [TN] x [TX]x[UT] x M [VA] x [WA] x M [WI] x [WY] [PR] Full Name (Last name first, if individual) **Direct Capital Securities** Business or Residence Address (Number and Street, City, State, Zip Code) 1333 2nd Street, Suite 600, Santa Monica, CA 90401 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [x] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] (DC) [FL] [GA] [HI] [ID] [IN] [IA] [KS] [ME] [MD] [MA] [MI] [MN] [MO] [KY] [LA] [MS] [NV] [MT](NE) [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [SC] [PR] [RI] [SD] [TN] [UT] $[V\Pi]$ [VA] [WA] [WV][WI] [WY] [TX] Full Name (Last name first, if individual) Finance 500 Business or Residence Address (Number and Street, City, State, Zip Code) 19762 Macarthur Blvd #200, Irvine, CA 92612 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All States [AL] x [AK] [AZ] x [AR] x [CA] x [CO] x [CT] x [DE] x [DC] x [FL] x [GA] x [HI] x [ID] x [IL] x [IN] x $[IA] \times$ [KS] x [KY] x [LA] x [ME] x [MD] x[MA] x[MI] x [MN] x [MS] x [MO] x [MT] x [NE] x [NV] x [NH] [NY] x [NC] x [ND] [OH] x [OK] x [OR] x [PA]x[NJ] x [NM] x [RI] x (SC) x [SD] x [TN] x $\Pi X X$ [VA] x [WV] x (WI) x WY] x [PR] [UT] x M [WA] x

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity	\$	\$
[] Common [] Preferred	•	*
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify <u>Tenant in Common Interest</u>).	\$38,094,500.00	*
Total	\$38,094,500.00_	·
Answer also in Appendix, Column 3, if filing under ULOE.	Ψ <u>30,034,000.00</u>	Ψ <u>υ</u>
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under $\underline{\text{Rule }504}$, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	0	\$ <u>O</u>
Non-accredited Investors		_\$
Total (for filings under Rule 504 only)		_\$ <u>O</u>
Answer also in Appendix, Column 4, if filing under ULOE.		
for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$ <u>0</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Marketing, Wholesaling, and Organizational Expenses		[] \$_ [X] \$3,000.00 [X] \$40,000.00 [] \$
b. Enter the difference between the aggregate offering price given in response to Part C - expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted issuer."		

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees	
Purchase of real estate	
Purchase, rental or leasing and installation of machinery and equipment	
Construction or leasing of plant buildings and facilities	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	
Repayment of indebtedness	
Working capital	
Other (specify): Accountable Reserves	
Acquisition Related Expenses	
Due Diligence Analysis & Loan Fees	
Column Totals	

Total Payments Listed (column totals added)

Payments to Officers, Directors, & Affiliates [] \$[X] \$1,356,900.00	Payments To Others [] \$ [X] \$31,225,000,00
[]\$	[]\$
[]\$	[]\$
[]\$	[]\$
[]\$	[]\$
[]\$	[]\$
[]\$ []\$	[X] \$ <u>2,498,000.00</u>
[]\$	[X] \$ <u>50,000.00</u>
[]\$	[X] \$ <u>827,950.00</u>
[X] \$ <u>1,356,900.00</u>	[X]\$ <u>34,600,950.00</u>

[X] \$35,957,850.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

DBSI North Park II LLC, a Delaware LLC

Name of Signer (Print or Type)

By **DBSi Housing, Inc.**, its member

Signature \wedge \wedge

11/30/06

Date

Title of Signer (Printor Type)

Josh Hoffman, its Authorized Representative

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E	STATE SIGNATURE
I. Is any party described in 17 CFR 230.262 presently subjectule?	The state of the s
	ix, Column 5, for state response.
2. The undersigned issuer hereby undertakes to furnish to an 17 CFR 239,500) at such times as required by state law.	y state administrator of any state in which this notice is filed, a notice on Form D
 The undersigned issuer hereby undertakes to furnish to the offerees. 	e state administrators, upon written request, information furnished by the issuer to
·	ar with the conditions that must be satisfied to be entitled to the Uniform limited filed and understands that the issuer claiming the availability of this exemption en satisfied.
The issuer has read this notification and knows the contents undersigned duly authorized person.	to be true and has duly caused this notice to be signed on its behalf by the
ssuer (Print or Type) Sig	nature Date
DBSI North Park II LLC, a Delaware LLC	11/30/06
Name of Signer (Print or Type) Tit	e (Print or Type)

Josh Hoffman, its Authorized Representative

Instruction:

By DBSI Housing, Inc., its member

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.